UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION

Plaintiff,

- against -

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ELECTRONICALLY FILED
DOC #:
DATE FILED: 10-24-08

STEVEN BYERS, JOSEPH SHERESHEVSKY, WEXTRUST CAPITAL, LLC, WEXTRUST EQUITY PARTNERS, LLC, WEXTRUST DEVELOPMENT GROUP, LLC, WEXTRUST SECURITIES, LLC, and AXELA HOSPITALITY, LLC,

08-cv-7104 (DC)

ECF CASE

Defendants, and

MEMO ENDORSED

ELKA SHERESHEVSKY,

Relief Defendant.

ORDER ON CONSENT IMPOSING PRELIMINARY INJUNCTION AND OTHER RELIEF AGAINST THE DEFENDANTS AND RELIEF DEFENDANT

The Securities and Exchange Commission ("SEC") having filed a Complaint on August 11, 2008, and the SEC that same day having filed an Order To Show Cause seeking emergency relief; and the Court having entered orders dated August 11, 12 and September 12, 2008, collectively granting a temporary restraining order, asset freeze and other relief against Defendants Steven Byers ("Byers"), Joseph Shereshevsky ("Shereshevsky"), Wextrust Capital, LLC ("Wextrust"), Wextrust Equity Partners, LLC ("WEP"), Wextrust Development Group, LLC ("WDG"), Wextrust Securities, LLC ("Wextrust Securities") and Axela Hospitality, LLC ("Axela") (collectively "the Defendants") and appointing a temporary receiver over Wextrust, WEP, WDG, Wextrust Securities and Axela (collectively "the Wextrust Entity Defendants"); the SEC having filed the First Amended Complaint on September 4, 2008 and the SEC that same

day having filed an Order to Show Cause seeking emergency relief and the Court having entered an order dated August 28, 2008 granting an asset freeze over the assets of the Relief Defendant, Elka Shereshevsky ("E. Shereshevsky" or "Relief Defendant"); and Defendants Byers, Shereshevsky, Wextrust, WEP, WDG, Wextrust Securities and Axela and Relief Defendant E. Shereshevsky having each (1) entered a general appearance; (2) consented to the Court's jurisdiction over the Defendants and Relief Defendant and the subject matter of this action; (3) consented to entry of this Order On Consent Imposing A Preliminary Injunction And Other Relief Against The Defendants and Relief Defendant ("P.I. Order") without admitting or denying the allegations of the Complaint or Amended Complaint (except as to jurisdiction); and (4) waived findings of fact and conclusions of law; and (5) waived any right to appeal from this P.I. Order:

I.

IT IS HEREBY ORDERED that, pending final disposition of this action, the Defendants and the Defendants' agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this P.I. Order by personal service or otherwise are preliminarily restrained and enjoined from violating, directly or indirectly, Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)] and Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5]

IT IS HEREBY ORDERED that, pending final disposition of this action, Defendant Wextrust Securities and its agents, servants, employees, attorneys, and all persons in active concert or participation with it who receive actual notice of this P.I. Order by personal service or otherwise are preliminarily restrained and enjoined from violating Sections 15(b)(1), 15(b)(7) and 15(c) of the Exchange Act, 15 U.S.C. §§780(b)(1)&(7) and 780(c), and Rules 10b-3, 15b1-1, 15b3-1 and 15b7-1 promulgated thereunder, 17 C.F.R. §§ 240.10b-3, 240.15b1-1, 240.15b3-1 and 240.15b-7.

III.

IT IS HEREBY ORDERED that, pending final disposition of this action, Defendants Byers and Shereshevsky and Defendants Byers' and Shereshevsky's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this P.I. Order by personal service or otherwise are preliminarily restrained and enjoined from aiding and abetting any violation of Section 15(a) of the Exchange Act [15 U.S.C. § 78(o)(a)], or alternatively, from aiding and abetting violations of Sections 15(b)(1), 15(b)(7) and 15(c) of the Exchange Act, 15 U.S.C. §§78o(b)(1)&(7) and 78o(c), and Rules 10b-3, 15b1-1, 15b3-1 and 15b7-1 promulgated thereunder, 17 C.F.R. §§ 240.10b-3, 240.15b1-1, 240.15b3-1 and 240.15b-7.

IV.

IT IS HEREBY ORDERED that, pending final disposition of this action or such further order of the Court, the Defendants and the Relief Defendant and each of their financial and brokerage institutions, officers, agents, servants, employees, attorneys-in-fact, and those persons in active concert or participation with them and all other persons or entities who receive actual

notice of this P.I. Order by personal service or otherwise, and each of them, hold and retain within their control, and otherwise prevent, any withdrawal, transfer, pledge, encumbrance, assignment, dissipation, concealment or other disposal of any assets, funds, or other property (including money, real or personal property, securities, commodities, choses in action or other property of any kind whatsoever) of, held by, or under the direct or indirect control of the Defendants and Relief Defendant, including, but not limited to, entities owned or controlled by, related to, or associated or affiliated with the Defendant Wextrust Entities and the limited liability companies they control or have an ownership interest in, including but not limited to, those entities listed on Exhibit A, whether held in any of their names or for any of their direct or indirect beneficial interest wherever situated, in whatever form such assets may presently exist and wherever located within the territorial jurisdiction of the United States courts, and directing each of the financial or brokerage institutions, debtors and bailees, or any other person or entity holding such assets, funds or other property of the Defendants or Relief Defendant to hold or retain within its or his control and prohibit the withdrawal, removal, transfer or other disposal of any such assets, funds or other properties including, but not limited to, all assets, funds, or other properties held in the accounts listed on Exhibit B and Exhibit C, as well as each real estate parcel owned directly or indirectly by the Defendant Wextrust Entities and the limited liability companies they control or have an ownership interest in, including but not limited to, those entities listed on Exhibit A. Notwithstanding the foregoing, nothing contained herein shall be construed to preclude Defendant Byers, Defendant Sherevshesky and/or the Relief Defendant, from applying to the Court, at any time, for an order relieving them (or any of them) from all or part of the provisions of this Section IV. The SEC reserves the right to oppose any such application but agrees that it shall not assert the fact of Defendants and/or Relief Defendants'

prior consent to this Section IV as a reason for the Court to deny all or any part of any such application.

V.

IT IS HEREBY ORDERED that, within 10 days of the entry of this order, Defendants Byers and Shereshevsky are each directed to provide a verified written accounting, each signed by Defendants Byers and Shereshevsky about the assets, liabilities and general financial condition of each of the Defendant Wextrust Entities, and verified accountings each signed by Defendants Byers and Shereshevsky identifying their own assets, liabilities and general financial condition, if any, under penalty of perjury. The Parties have agreed that if Defendants Byers and Shereshevsky assert their Fifth Amendment privileges and refuse to provide the required verified accountings, the SEC will not seek to have the Court hold them in contempt of this order and Defendants Byers and Shereshevsky agree that the Court or the finder of fact in this or any other proceeding may draw all applicable and lawful inferences from assertions of the Fifth Amendment privilege by Defendants Byers and Shereshevsky and refusal to provide verified accountings.

VI.

IT IS HEREBY ORDERED that, pending final disposition of this action or such further order of the Court, Timothy J. Coleman, Esq., who was appointed Temporary Receiver by the Court's previous orders dated August 11, 2008 and September 11, 2008, shall serve as Receiver over Defendants Wextrust, WEP, WDG, Wextrust Securities, and Axela and affiliated entities pending the final disposition of this action pursuant to all the terms stated in the Court's Amended Order Appointing Temporary Receiver, dated September 11, 2008, which is attached hereto as Exhibit D and fully incorporated into this Order by reference.

IT IS HEREBY ORDERED that, pending final disposition of this action or such further order of the Court, the SEC and the Receiver may conduct expedited discovery, pursuant to Rules 26, 30, 31, 33, 34, 36 and 45 of the Federal Rules of Civil Procedure and without the requirement of a meeting pursuant to Fed. R. Civ. P. 26(f), limited to issuing subpoenas and document requests to non-parties, and the Receiver may also continue to conduct discovery pursuant to the terms of the Amended Order Appointing Temporary Receiver, dated September 11, 2008, which is attached hereto as Exhibit D.

VIII.

IT IS HEREBY ORDERED that, pending final disposition of this action, the Defendants, and any person or entity acting at their direction or on his behalf, or any other person who receives actual notice of this P.I. Order by personal service or otherwise, are preliminarily restrained and enjoined from destroying, altering, concealing or otherwise interfering with the access of Plaintiff SEC and the Receiver to any and all documents, books and records, that are in the possession, custody or control of the Defendants, or any of them, and each of their officers, agents, employees, servants, accountants, financial or brokerage institutions, attorneys-in-fact, subsidiaries, affiliates, predecessors, successors and related entities, including, but not limited to, all entities identified on Exhibit A including, without limitation, documents, books, and records referring, reflecting or relating to the Defendants' finances or business operations.

IT IS FURTHER ORDERED that the Consent is incorporated herein with the same force and effect as if fully set forth herein, and that Defendant shall comply with all of the undertakings and agreements set forth therein.

Dated: 00-tober 24, 2008

UNITED STATES DISTRICT JUDGE



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Availa Hospitality	6701 Democracy Boulevard, Bulls 300 Butheads, MD 20817					
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BaxTech Hotelngs, LLC Baile Meade Centre Investors, LLC	Mempits, TN 24 White Bridge Rd., Neshvilla, TN 57205	Davidson County	Determents denote	Wasterd Egally Partners	333 W. Wacher Dr., Bulle 1800	
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	2500 Tecument Way, Corbift, MS 38854	Abom County				
Crowne-Phoenik Investors LLC	(Crowne Plaza Indel) 2522 West Peorls Ave Phoseix, AZ 86729	Maricopa County	Detaware	Chumbe-Phoenic Managers, LLC; WEP is the "Manager" of the Manager; WEP is conted by Westitusi Capital	259 W. Wader Dr., Bute 1600 Chicago, E. 60606	
Dean Girect Investore LLC	44-54 Dam Steat Broddyn, NY 11201	Kings County		Dean Street Managem, LLC; WEP is the "Managen" of the Managen WEP is coming by Westhost Capital	333 W. Wecter Dr., Suite 1600 Chicego, fl. 60609	
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Park Village Holdings LLC	40) Pert Village Crive and 210 Center Pert. Total County Drive, Knowlie, TN 27822	i Khas County		owned by WestTruck Capted Park Villing is Managers, LLC, Fine Park Villing is Mer, Managers, LWB-, WBP Is connect by WestTruck Capted Is connect by WestTruck Capted	253 W, Whatey Dr., Suite 1600 Chingo, L 60008
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IVESTORS LLC	2225 Opiday, Interpedien of West Welliam Street and Horth Califey Avenue, Chicago,	Coat County	Made	Piver's Edge Managers, LLC; WEP is the "Manager" of the Manager	233 W. Wacker Dr., Sulle 1600 Chloago, ft. 60606
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8. Pine Street investors LLC	166-246 South Pine Street, Bushington, Wi 63105	Pache County	Delitikane	8. Pine Street Managers, LLC; fire "Manager" of the manager is WEP; WEP is owned by Weathart Capital	SSS W. Wadar Dr., B.fre 1600 Chicago, It. 60606
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Pure Aftica Holdings (Pty) Ltd.					
Pure Africa Investment (Phy) Ltd. African Smitt Tradino 250 (Phy) Ltd.					
PAM Equal (Pt/)	84 Jeneslary Canlar 225 Main Blreet				
	Osfie 529 Johannschurg 2001, Socih Alles				
Brander, Prestment CLO Thurder Eventy LLC					
Bret Investments (Pty) Ltd.	168 San Najoras Drove Walvis Bay				
Mark investments (Pty) Ltd.	278 Charles Street, Brooklyn, Pretorte, Provinces of Canadery, South Aktos P.O. Bost Gran, Pretories, COO! Province of Canadery, Stock Aktos				
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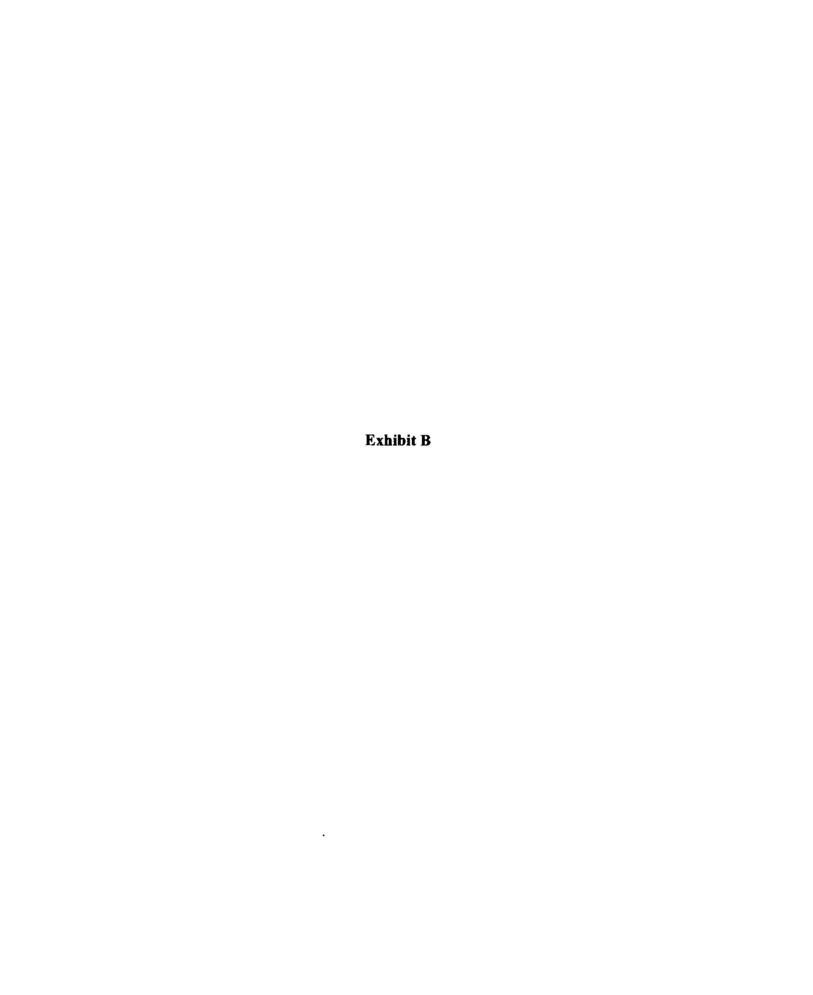
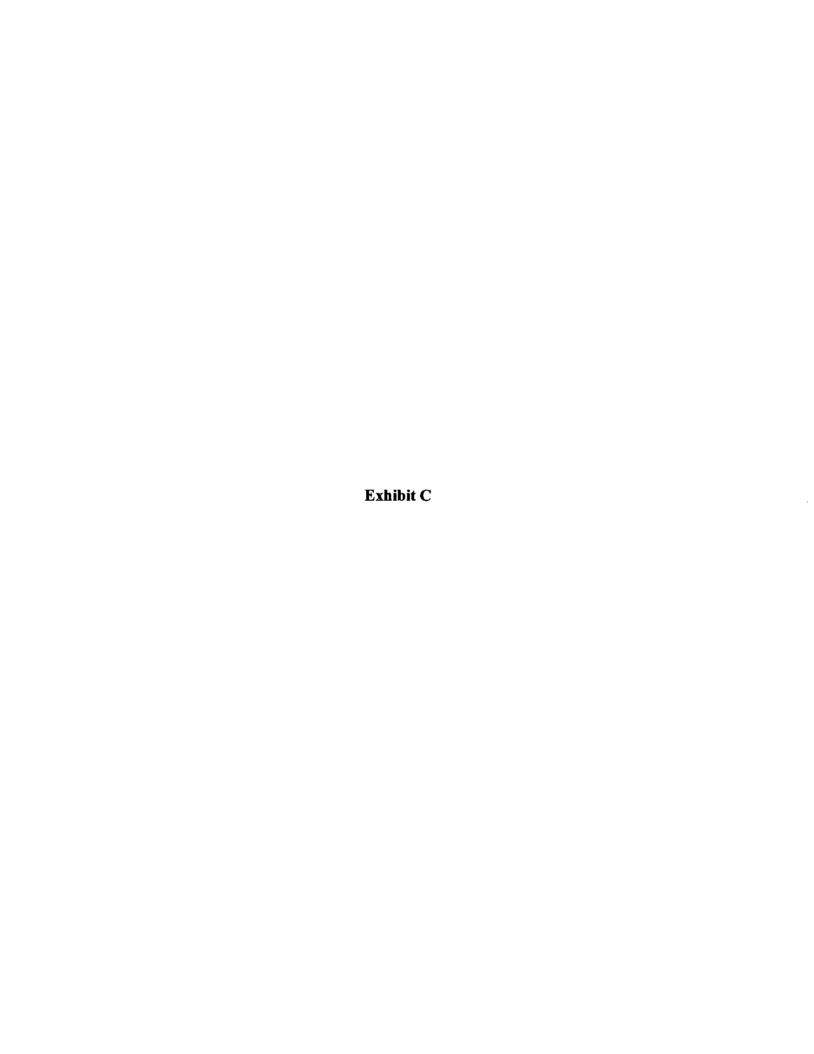


Exhibit B

Bank	Address	Routing	Account Numbers	Account Names
ABSA	Absa Tower East 170 Main Street, 3rd Floor Johannesburg South Africa		4084343644	Pure Africa Minerals
verue Bank	111 10th Aversie South, Suite	61003415	1008400924	Westrust Equity Partners, U.C
Melius Carix	400, Nestwile, TN 37203	01000410	3000000111	weather injusty Palarens, LLC
ank Hapcalim (Israel)			59884049	Westinust Securities
			59977093	Summelt Capital
ank One Oktohome, NA	Oklahoma City, OK	103000648	6306775	Uptowne Square, LLC
roadway Bunk	5960 N. Broadway, Chicago, R.	071002419	11211901	W. 82nd Street Holdings, LLC
	60606		Loan #315176	W. 62nd Street Holdings, LLC Crowns Plaza
entral Carolina Bank & Trust	Whaton-Salam, NC	63100465	571096310	Hilliop Ridge Apartments
herter One	7.1 South Wacker Drie, Suite	241070417	4510284240	Pacrie Office Investors, LLC
•	2900, Chicago, IL 60606		4510264194	525 Paragon Investors, LLC (Escrev)
			6016	47 Deen Street Investore LLC (Escrorr)
			6490	Crowne Pleza Investore LLC (Encrow)
			8113 6202	Crowne Pittes investors LLC (Operating) Draine Oak Brook Holdings
Aberik F.S.B.	Chicago, R. 60505	271070801	9800588073	High Yield Debi Pund Ri
			0000499429	Badach
			0600576540	Belle Meade
			0800602130 08000004.00	Dean Street Investors, LLC
			0600802149 0600576532	Dean Street Managars LLC First Wyoming Invesions
	-		0800575583	Gold Coast Investors LLC
	•		0800579575	Grant Street Investors, LLC
			0800580531	GSA Investors, LLC
·			0800870144	Hamptons of Hinadale Mortgage
			080044191	Hightend Perk
			6600564957	Homer Gien Investors, LLC
••			0000575559	Hyde Park
	•		0600575557 0600499429	McCus At the litera
			0600584873	Music Row New Salery Investigat, LLC
	-		0800575516	Park Vilingia Holdingia, LLC
			0800575524	River's Edge Investors, LLC
			G890B10184	Tennesses Office Investors, LLC
		•	0800575508	West Bearden Investors, LLC
	•		0800678172	West Belmont Investors, LLC
			0800499429	Wesdruet Capital LLC
			C800489445	Westrust Capital LLC (payroll)
			0800694049	Workman Road Isvestors, LLC
			9800588073 9800588103	High Yield Debt Frant III Wesdord/for HPC Mortgage Fund
Mbank, NA	Chicago, E.	271079801	D800469267	Riversida
ith Third Chicago	Chicago, L	042000314	7231188686	High Yield I
			7291188536	Wesford High Yield
int Metional Bank (Menlyn Park	South Africa		82142869413	Pure Africa Minerals - Toyourini
Branch)	Branch Code: 252645		62142869118	Pure Africa Minerals (Phy) Ltd
				Brat Investors Statuton Samps
				Black (II
ieritage Bank	Chicago, R.	74005400	1097	
Anadele Bunk & Trust	25 East First Street, Hinadale, IL 90521	71925402	250025590 250081701	Wesford Development 82nd Street - Wesford Dev Gro
aSalle Bank, NA	Chicago, IL	071000505	5201558957	York Road Investors, LLC
Ateratal Teferot Bank	Tol Auto Ironal		2090067 (725103)	Wexford-High Yield Debt Offshore
letional City Bank of Inclane	Tal Aviv, Israel Anderson, IN	074000065	591811882	Hilliop Aparlments, LLC
torthern Trust Company	50 South LeSelle Street,	071000152	350U3585E5	Westrust Capital
The state of the state of	Chicago, R:		2260581	Wesdrust Equity Partners
	-		2358911	Steven Byecs
			2541459	Stoven T. Byers
			3003833153	The Dreite Calk Bacok, LLC
ark National Bank	11 E. Madison St., Oak Park, IL 60302	071920559	d043038133	
Park Mattorni Bank Southwest Bank Terra Nova Financial	11 E. Medison St., Cak Park, IL. 60302 Houston, TX 100 S. Wacter Dr., Sulte 1550,	113011268	3321126 3252-9889	Carisle Park, LLC Joseph Shereshevsky

Exhibit B

Paul	Addman	Routing	Assessed Normalisans	Assauré Neusea
Wachovia Bank	Address 125 Independence Blvd. 3rd	514005 4 9	Account Numbers 2000034754854	Account Names 625 Paragon Investor's LLC
AASCHOAR SERIK	Poor	31400343	2000025123193	ATM ILLIC
	Virginia Beach, VA 23462		2000020481070	Wextrust Securities (Operating)
	***************************************		2000020839123	Westnest Socialies (Money Market)
			2000020888459	Wextrust Capitel LLC
			2000020408190	Wexinust Capital LLC Distributions
			2000028573788	Crowne Plaze Escrow
			2000025122025	Drake Oak Brook Invesiors, LLC
• • •			2000026272470	Waxford High Yield 11 - MMF
	<i>;</i>		2000026272412	High Yield Debt Fund III - Excrow
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		2000020272409	Filgh Yield Debt Fund III - MM/F
			2000028271863	W. 82nd St Escrow Weatkind High Yield Fund
			2000017257145 2000028373843 ·	47 Dean Street
	•		6331	Not Provided
			-	
			8190	-Wextrust Capital LLC Disbursements
			7158	Westrust Capital LLC Sweep
			4867	625 Paragon Investors, LLC MMI
			3849	8. Pine Street Investors, LLC Escrow
			3759 3830	Hausnond Industrial Investors LLC Escrow Clarksville Investors LLC Escrow
			3630 3720	Claveland industrial investors LLC Escroy
			0910	Crowne Plaza Investors LLC Sweep
		•	1003	Crake Oak Brook Holdings Sweep
			3038	Peorie Office Investors, LLC Escrow
			1113	Pecris Office Investors, LLC Sweep
			2522	Westford High Yield Fizzed IV LLC Escrow
			2470	GDR Tier Escrow
			2483	GDR Tier 8weep
			1070	Westrust Securities LLC Escrow
			9123	Westrust Securities LLC Sweep
			2069	West Bakmant LLC Escrow
••			2085	GSA Investors LLC Escrow
	•		2388	Tennessee Office LLC Escrow
			2658	Interstate Park Eecrow
			7145	Wexford High Yield Fund II LLC MMI
			2645	Shallowford Investors LLC
			4449	Hampions of Hinsdale Mortgage Fund, LLC (B. Checking)
			3193	ATM II, LLC Excov
•			1139 4177	ATM II, LLC Sweep
			4180	Black II Mines & Minerals Engrow Black III Mines & Minerals Sweep
			4410	Block III Investors, LLC (Business Checking)
			4423	Block III Investors, LLC (Money Mortat)
			4297	Block # Managers, LLC (Business Checking)
			4407	Block III Managers, LLC (Money Market)
			9194	Brandon Investors LLC
•			0936	Bret, LLC
			3791	Brat Investors Skeleton Coast LLC Eacrow
			082/3	Bret Investors Sheiston Coast LLC Sweep
			2990	Bret invesions Skeleton Coast III Escuriv
			0894	Bret Investors Steleton Coast III Sweep
			2140	IDEX Mine & Minerals, LLC Excross
			2218	DEX.Mine & Minarals, LLC Sweep
			6297	Lindsay Energy, LLC
			6307	Licens Week LLC
	•		6174 2137	Lice's Walk Lodge (LC) Pure Africa International (LC)
			5310	Pure Africa Investments, LLC
			2000028272593	Pure Africa Minarale, LLC
			200020272203	PAN, LLC - Randiculaine
			3908	PAN, LLC - Calpara
			3924	PAM, LLG-Block III
			4863	PAM, LLC - Unistantium
			3852	Studylon Coast Stet Rivestors LLC Excrow
•			0761	Skeleton Coast Bret Investors LLC Sweep
			2580	Semilee Consulting LLC
		•	6336	Valicano Traders LLC



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		REA	REAL ESTATE MORTGAGES	GES				
PROPERTY	LENGER	LOAN NO.	BALANCE AT \$22668	* WITEREST RATE	Type Loss w/RATE	Tiene Remainth	Ent. Volta	
728 MAURY AVE., NORFOLK	WACHOWA	97979,29	5450.2/3.86	6.75	15 Yr. Jumbo Coosificad	12 ± Yn.	21.596 Ar ⁴	
807 E. MOMBRAY CT., NORFOLK	PIRST HONIZON	4735,4879	\$\$4,821,17	Ш	16 Yr. Constituted	114 Tre.	ď	
A COLIDITY AND THE WOODS IN	WANTARA		-	900	20,000			
STATE OF THE PARTY	MACHINE	0.00000	Paragales	9720	SO TT COMPTIBILITY	Z7# Y/Z	Z7± Yra 140c0 000]
622 SHIRLEY AVE, MORFOLK	WACHOVIA	8457848	\$344,341,01	2	Adj. Parte	28 Yrs.	\$600,000	
68/2 BLAND AVE. BALTIMORE	WACHOWA	USBCPLS	54.49 DA7 IN	44	1		A188 500 4	
125 f2h 6T, LAGHOOD*	NATIONAL OFFY	000344336.7	227,4208	ľ	30 Yr. Coty./Page	- 28 Vin		T
4809 14th AVE, BROOKLYN **	BANK OF AMERICA	6640/86513	\$1,120,000,00	l	_	28 Yrs.	\$1,475 tx*	
							-	
EQUITY LINES OF GREDIT								
925 SHIRLEY AVE (NEW AT 300)	WACHOVIA	436640412PQ168D	\$153,421,20	37%	\$0 Yz/ Fbrad Prime lase .5	20 Yrs		
507 E. MOWBRAY CT.	WACHOWA	4xe640412464868	1500,010,41	537	X9 Y2 Watable LBOR Index	al/, Bit		
720 NAURY AVE.	BANK OF AMERICA		3470.058.85	42	15 VV	4 4	_	
							-	1
* Appraised value of \$406						L		
² Approximal value at 2/06								
Apprehent value at 5/09								
* Apprehent value 6/05								
Apprehend velve at 8:06								
(*) Doed in the names of Aurthorn & Charl Sharashereis	then Sherpsherely							-
(**) Dued in the names of Chans & Fifth Shepesinguity	a Sherasingually							_



CHINIS

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION.

Plaintiff,

-against-

STEVEN BYERS, JOSEPH SHERESHEVSKY, WEXTRUST CAPITAL, LLC, WEXTRUST EQUITY PARTNERS, LLC, WEXTRUST DEVELOPMENT GROUP, LLC, WEXTRUST SECURITIES, LLC, and AXELA HOSPITALITY, LLC.

Defendants.

- and -

ELKA SHERESHEVSKY,

Relief Defendant.

TIMOTHY J. COLEMAN, RECEIVER for WEXTRUST CAPITAL, LLC, WEXTRUST EQUITY PARTNERS, LLC, WEXTRUST DEVELOPMENT GROUP, LLC, WEXTRUST SECURITIES, LLC, and AXELA HOSPITALITY, LLC,

Movant,

-against-

STEVEN BYERS, JOSEPH SHERESHEVSKY, WEXTRUST CAPITAL, LLC, WEXTRUST EQUITY PARTNERS, LLC, WEXTRUST DEVELOPMENT GROUP, LLC, WEXTRUST SECURITIES, LLC, AXELA HOSPITALITY, LLC, and ELKA SHERESHEVSKY

Respondents.

USDC SDNY
DOCUMENT
FLECTRONICALLY FILED
DOC #:
DATE FILED: 7/11/04

No. 08 Civ. 7104 (DC)

On the Application of Plaintiff Securities and Exchange Commission for an Order appointing a temporary receiver for defendants Wextrust Capital, LLC; Wextrust Equity Partners, LLC; Wextrust Development Group, LLC; Wextrust Securities, LLC; and Axela Hospitality, Inc. (collectively, the "Defendant Wextrust Entities") pending adjudication of the Commission's request for a preliminary injunction, the Court has considered (1) the Memorandum of Law dated September 4, 2008 submitted by Receiver Timothy J. Coleman; (2) the Declaration of David Cleary, as counsel to the Receiver, executed on September 3, 2008; and (3) the Declaration of Mark Radke, pursuant to Local Rule 6.1, executed on September 4, 2008; and the Court has also considered (1) the Amended Complaint filed by Plaintiff Securities and Exchange Commission on August 28, 2008; (2) the Order issued by Part I Judge Richard Sullivan, dated August 11, 2008, which granted an asset freeze over the assets of the individual Defendants and the Wextrust Defendants; (3) the Order issued by Judge Sullivan, dated August 11, 2008, which appointed Timothy J. Coleman as receiver over Wextrust, WEP, WDG, Wextrust Securities and Axela and affiliated entities to show cause why an order should not be entered, pending a final disposition of this action; (4) the Order issued by Judge Sullivan dated August 12, 2008 which granted expedited discovery, ordered the Defendants to provide accountings, ordered the parties not to destroy documents or records and scheduled a preliminary injunction hearing to be held on August 20, 2008; (5) the Order of this Court, dated August 13, 2008, scheduling the preliminary injunction hearing for the Defendants to be heard on September 4, 2008, which has since been adjourned by the Court; and (6) the Order of this Court, dated August 28, 2008, directing Relief Defendant Elka Shereshevsky to show cause why an order should not be entered, pending a final disposition of this action, freezing Relief Defendant Elka Shereshevsky's assets and, pending adjudication of the foregoing, an Order freezing said assets.

Based on the foregoing documents, the Court finds that a proper showing, as required by Section 20(b) of the Securities Act, and Section 21(d) of the Exchange Act, has been made for the relief granted herein because it appears that appointment of a receiver for the Defendant Wextrust Entities is necessary to preserve the *status quo*, to ascertain the extent of commingling of funds among the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, to ascertain the true financial condition of the Defendant Wextrust Entities and the disposition of investor funds, to prevent further dissipation of the property and assets of the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, to prevent the encumbrance or disposal of property or assets of the Defendant Wextrust Entities and the investors, to preserve the books, records, and documents of the Defendant Wextrust Entities, to be available to respond to investor inquiries, to protect investors' assets, and to determine whether the Defendant Wextrust Entities should undertake bankruptcy filings.

Good and sufficient reasons have been shown why procedure other than by notice of motion is necessary,

This Court has jurisdiction over the subject matter of this action and over the Defendants, and venue properly lies in this District.

NOW, THEREFORE,

IT IS HEREBY ORDERED that Timothy J. Coleman of Dewey & LeBoeuf, LLP, pending further order of this Court, be and hereby is appointed to act as receiver for the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, including, but not limited to, those entities listed on Exhibit A, to (1) preserve the status

- quo; (2) ascertain the true financial condition of the Defendant Wextrust Entities, of all entities they control or in which they have an ownership interest, and of the disposition of investor funds; (3) determine the extent of commingling of funds between the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest; (4) prevent further dissipation of the property and assets of the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest; (5) prevent the encumbrance or disposal of property or assets of the Defendant Wextrust Entities, of all entities they control or in which they have an ownership interest, and of the investors; (6) preserve the books, records, and documents of the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest; (7) be available to respond to investor inquiries; (8) determine if the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest should undertake a bankruptcy filing. To effectuate the foregoing, the receiver is hereby empowered to:
- (A) Take and retain immediate possession and control of all of the assets and property of the Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, including, but not limited to, those entities listed on Exhibit A, and all books, records, and documents of Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, and the rights and powers of it with respect thereto;
- (B) Have exclusive control of, and be made the sole authorized signatory for, all accounts at any bank, brokerage firm, or financial institution that has possession or control of any assets or funds of Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, including, but not limited to, those entities listed on Exhibit A;

- (C) Succeed to all rights to manage all properties owned or controlled, directly or indirectly, by the Wextrust Defendants, including, but not limited to, those entities listed on Exhibit A, pursuant to the LLC and operating agreement relating to each entity;
- (D) Pay from available funds necessary business expenses required to preserve the assets and property of Defendant Wextrust Entities and all entities they control or in which they have an ownership interest, including the books, records, and documents of the Defendants, notwithstanding the asset freeze imposed by the Court's Order Freezing Assets, issued on August 11, 2008;
- (E) Take preliminary steps to locate assets that may have been conveyed to third parties or otherwise concealed;
- (F) Take preliminary steps to ascertain the disposition and use of funds obtained by the Defendants resulting from the sale of securities issued by the Defendants and the entities they control;
- (G) Engage and employ persons, including accountants, attorneys, and experts, to assist in the carrying out of the receiver's duties and responsibilities hereunder;
- (H) Take all necessary steps to gain control of the Defendants' interests in assets in foreign jurisdictions, including, but not limited to, those foreign assets listed in Exhibit A, and those funds maintained in accounts at foreign institutions listed in Exhibit B, which may be proceeds of Defendants' fraud, including, but not limited to, taking steps necessary to repatriate foreign assets;
- (I) Take such further action as the Court shall deem equitable, just, and appropriate under the circumstances upon proper application of the receiver.

IT IS FURTHER ORDERED that no person or entity, including any creditor or claimant against any of the Defendants, or any person acting on behalf of such creditor or claimant, shall take any action to interfere with the taking control, possession, or management of the assets, including, but not limited to, the filing of any lawsuits, liens, or encumbrances, or bankruptcy cases to impact the property and assets subject to this order.

IT IS FURTHER ORDERED that the Defendants shall pay the reasonable costs, fees, and expenses of the receiver incurred in connection with the performance of his duties described herein, including, but not limited to, the reasonable costs, fees, and expenses of all persons who may be engaged or employed by the receiver to assist him in carrying out his duties and obligations. All applications for costs, fees, and expenses of the receiver and those employed by him shall be made by application to the Court setting forth in reasonable detail the nature of such costs, fees, and expenses, and shall conform to the Fee Guidelines that will be supplied by the U.S. Securities and Exchange Commission.

IT IS FURTHER ORDERED that a copy of this Order and the papers supporting the Commission's Application be served upon the Defendants on or before August 12, 2008, by personal delivery, facsimile, overnight courier, or first-class mail.

IT IS FURTHER ORDERED that this Order shall be, and is, binding upon the Defendants and each of their respective officers, agents, servants, employees, attorneys-in-fact, subsidiaries, affiliates and those persons in active concert or participation with them who receive actual notice of this Order by personal service, facsimile service, or otherwise.

IT IS FURTHER ORDERED that in addition to the other powers granted herein and as an amendment to the Order Appointing Temporary Receiver, dated August 11, 2008 (the "Interim Appointment Order"), the Receiver be, and he hereby is, authorized and empowered to:

- (a) establish a new cash management system by closing, transferring, consolidating,
 and opening bank accounts and securities accounts, so long as records are kept of
 the sources and uses of all funds;
- (b) invest all cash of the Wextrust Entities in U.S. government securities or U.S. government guaranteed securities having remaining maturities of up to two years and in money market accounts maintained by financial institutions having net worths of no less than \$50 billion;
- (c) discharge his duties as receiver by making and authorizing in the ordinary course payments and disbursements from the funds and assets under his control, incurring expenses, and entering into agreements, including loan agreements and credit facilities, all as reasonably necessary or advisable under the circumstances;
- (d) Notwithstanding the terms of the Interim Appointment Order, encumber assets of the Wextrust Entities and any entities they control or in which they have an ownership interest, to the extent such actions are deemed necessary by the Receiver based on his own experience and on input from his advisors to be most beneficial to preserving enterprise value for one or more of the Wextrust Entities and those entitled to the proceeds; provided that encumbrances in excess of \$750,000 shall first require at least four (4) business days' written notice (unless shortened by court order) to the Securities and Exchange Commission (the "SEC"), the Individual Defendants (such notice to be given to the Individual Defendants via ECF, facsimile, e-mail, and/or hand delivery to their respective counsel of record), and such other Wextrust entity investors who request such

- notice; provided further that the Receiver may apply for an order under seal or a hearing *in camera*, as circumstances require;
- (e) use, lease, sell, and convert into money all assets of the Wextrust Entities, either in public or private sales or other transactions on terms the Receiver reasonably believes based on his own experience and input from his advisors to be most beneficial to the Wextrust Entities and those entitled to the proceeds; provided, however, all leases and sales of property appraised for or having a cost basis of \$750,000 or more shall only be consummated with prior court approval on at least four (4) business days' written notice (unless shortened by court order) to the Securities and Exchange Commission (the "SEC"), the Individual Defendants (such notice to be given to the Individual Defendants via ECF, facsimile, e-mail, and/or hand delivery to their respective counsel of record), and creditors and Wextrust entity investors having filed notices of appearance in the above-captioned case; provided further that the Receiver may apply for an order under seal or a hearing in camera, as circumstances require:
- (f) investigate, prosecute, defend, intervene in, and otherwise participate in, compromise and adjust actions in any state, federal, or foreign tribunal of any kind as the Receiver believes in his sole discretion advisable or proper to collect, conserve, or otherwise recover assets of the Wextrust Entities or entities they own or control.

IT IS FURTHER ORDERED that all banks, brokers, dealers, depositories and any other business entities having possession, custody, or control of any assets, funds, or accounts in the name of or for the benefit of any Wextrust Entities or entities they own or control shall

cooperate expeditiously in the transfer of funds, other assets, and accounts to the Receiver or at the direction of the Receiver.

IT IS FURTHER ORDERED that all officers, directors, partners, and employees of the Wextrust Entities and entities they own or control, and their agents, including attorneys, shall forthwith advise the Receiver in writing of and relinquish to the Receiver their respective signatory authority over any and all accounts, safe deposit boxes, and other depositories of property of such entities;

IT IS FURTHER ORDERED that the Receiver has the authority to issue subpoenas for documents, testimony, and property inspections, consistent with the Federal Rules of Civil Procedure;

IT IS FURTHER ORDERED that each of the Receiver and his advisors be, and they hereby are, indemnified by each of the Wextrust Entities, except for gross negligence, willful misconduct, fraud, and breach of fiduciary duty determined by final order no longer subject to appeal or certiorari, for all judgments, losses, costs, and reasonable expenses including legal fees (which shall be paid under the indemnity after court approval as they arise), arising from or related to any and all claims of whatsoever type brought against any of them in their capacities as Receiver or advisors to the Receiver; provided, however, that nothing herein shall limit the immunity of the Receiver and his advisors allowed by law or deprive the Receiver and his advisors of indemnity for any act or omission for which they have immunity.

IT IS FURTHER ORDERED that (a) no bond shall be required in connection with the appointment of the Receiver, (b) the Receiver and all other persons engaged or employed by the Receiver to assist him in carrying out his duties and obligations hereunder shall not be liable for any act or omission of the Receiver or such persons, respectively, or any of their partners,

employees, or agents unless it shall be proven and held in an order no longer subject to appeal or certiorari that the Receiver or such other persons committed gross negligence, willful misconduct, fraud, or breach of fiduciary duty for which no immunity exists. This provision shall apply to all claims whether filed during or after termination of the appointment of the Receiver and retentions of his advisors.

IT IS FURTHER ORDERED that if in accordance with this order the Receiver determines that any of the Wextrust Entities and entities they own or control should undertake a bankruptcy filing, the Receiver, be and he hereby is, authorized to commence cases under title 11 of the United States Code for such entities in this district, and in such cases the Receiver shall prosecute the bankruptcy petitions in accordance with title 11 subject to the same parameters and objectives as a chapter 11 trustee and shall remain in possession, custody, and control of the title 11 estates subject to the rights of any party in interest to challenge such possession, custody, and control under 11 U.S.C. § 543 or to request a determination by this Court as to whether the Receiver should be deemed a debtor in possession or trustee, at a hearing, on due notice to all parties in interest, before the undersigned. Before taking action under this paragraph, however, at least two (2) business days' written notice (unless shortened by court order) stating that the Receiver is contemplating action under title 11 must be provided to the Securities and Exchange Commission, the Individual Defendants (such notice to be given to the Individual Defendants via ECF, facsimile, e-mail, and/or hand delivery to their respective counsel of record), and such other Wextrust entity investors who request such notice; provided further that the Receiver may apply for an order under seal or a hearing in camera, as circumstances require.

IT IS FURTHER ORDERED that to facilitate an efficient coordination in one district of all bankruptcies of Wextrust Entities and entities they own or control, the Southern District of

New York shall be the Receiver's principal place of business for making decisions in respect of operating and disposing of each of the Wextrust Entities and entities they own or control and their respective assets.

financial condition of each Wextrust Entity and the entities they own and control, and (b) whether any or all of such entities should be substantively consolidated after a hearing on due notice, the Receiver may allow such entities to borrow funds from one another to pay necessary and valid expenses as long as records are maintained of every advance and the Receiver's advisors have furnished him for each advance a plausible basis to believe that based on the information they have the borrowing entity should be able to repay the advance from operating funds or sales, or that failure to pay the expense(s) of the borrowing entity will cause more loss to the entirety of the enterprise than if the expense is paid.

IT IS FURTHER ORDERED that each of the Receiver and his advisors shall be paid from the assets of the Wextrust Entities. Each Wextrust Entity shall be, and it hereby is, jointly and severally liable to pay for the fees and expenses of the Receiver and his advisors.

Appointment Order and U.S. Securities and Exchange Commission Billing Guidelines ("Fee Guidelines"), each of the Receiver and his advisors shall be paid on a monthly basis for the first six months of the case and quarterly thereafter, after (a) submission of a monthly or quarterly fee request to the SEC and to the Court, and (b) court approval after a hearing if requested by the SEC or ordered by the Court. Monthly fee requests shall be served on the U.S. Securities and Exchange Commission ("SEC") by facsimile and overnight courier. The SEC may raise objections and requests for clarification.

IT IS FURTHER ORDERED that in lieu of providing retainers to the Receiver and his advisors, all payments made pursuant to the foregoing procedures prior to the initiation of any voluntary or involuntary petition for relief under the United States Bankruptcy Code, or foreign insolvency proceeding, shall be deemed payments made according to ordinary business terms and incurred in the ordinary course of business or financial affairs of the transferees and the Wextrust Entities and not subject to avoidance as a preferential payment.

and interest holders of the Wextrust Entities whose addresses have heretofore been made accessible to the Receiver from the records of the Wextrust Entities shall be good and sufficient service on such creditors and interest holders, and publication of this order once in the national edition of the Wall Street Journal, once in the international edition of the Wall Street Journal, and once in the national edition of the national edition of the national edition of the national edition of the New York Times shall be good and sufficient service on all other entities.

IT IS FURTHER ORDERED that the Receiver shall not return to investors in any of the Wextrust Entities or entities they own or control, any funds, securities, dividends, interest, or other entitlements or their proceeds without further order of this Court after a hearing on notice to all parties in interest.

IT IS FURTHER ORDERED that the Receiver's retentions of Deloitte LLP and

Jerry B. Klein and Associates and The Hilco Organization be, and they hereby are, approved.

IT IS FURTHER ORDERED that this order and all other orders governing the appointment of the Receiver and his powers and authorities shall remain in effect until terminated by further order of this Court.

SO ORDERED.

Dated: September <u>//.</u> 2008 New York. New York

HON. DENNY CHIN UNITED STATES DISTRICT JUDGE

1 to 1

				(maix see And)	
Westust Capital	SSS W. Wacker Drive, 18th Floor Chicago, IL. 60606				
	999 Waterride Drive, Bulle 2220 Norfolf, VA 23610				
	114 W. 47th Street, 20th Floor New York, NY 10036				
	76 Greatops Avenue Waterbof Heights Pretoria, South Africa		-		.•
	7 Jabotinaki Street, 34th Floor Ramat Gan, Jamei				
Wednesi Becuriosa	999 Waterelds Drive, Suffe 2220 Norfolk, VA 23510				:
	7 Jabodnald Street, 34th Floor Ramat Gen, Japoel 333 W. Waster Drive, 16th Floor Chlorgo, IL 10008				
	2424 N. Federal Highway Boca Roben, FL 33451				
	114 W. 47th Bitnet, 20th Floor New York, NY 10036				
	15900 W. 10 Mile Road Bushmata, Mil 48573 5200 Popier Avenue Mempita, TN 85137			-	
Weutet Equity Patinera	118 30th Averse North Meetvele, TN 37203				
	1200 Abematty Road, 8uha 1700 Alanta, GA 30328		•		
Westural Development Group	13 E. First Street Historials, R. 60521				
Austa Hospitativ	6701 Democracy Bosteward, Bute 300 Betheeds, MD 20317				
Properties 49 Bouth WhithIngton, LLC	48 8. Washington St., Hendole, E. 60021	Cook County		48 S. Washington Jampan, U.C. Wife	133 W. Wactor Dr., Suite 1800
1260 B. Mehigan Avenue, ULO	1880 & Michigan Ave. Chicago, f. 90606	Cook County	lihota	owned by Westman Capital. Westerd Equity Pernare	Chicago, E. 10005 323 W. Whicher Dr., Bulla 1800
1260 B, Methgen I.I.C B	1260 S. Mahigen Ave. Chicago, D. 50609	Costs County	efrote .	Westbrd Equity Partners	Chicago, X. eDece 333 W. Wadsor Dr., Bulle 1800
1806 Highodhi	1808 High Point Dr., Naparville, IL 60883	DuPage County	Ulnois	•	Chicago, A. 60606
318 W. Adminiferation	218 W. Arlema St. Changes II STREET	Part Carret	į		:

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	Address	County	Income of the	(Not Burdan)	
625 Parecon LLC	626 West Division 31. Chlosop, IL 60815 Cook County	Cook County	Delevante	625 Paragon Menagens, LLC; WEP is	525 W. Wacher Dr., 50/ne 1500
				"Manager" of the Manager, WEP to comed by Westhat Challe.	Chicago, ft. 60608
47 Dean Street Investors	47 Deen St., Broddyn, NY 11201	Kings County	Determina	47 Dean Street Manager, LLC; WET is the "Manager, of the Manager, WEP is comed to Winfrand Cardial	335 W. Wecker Dr., Suite 1600 Chicago, N. 60658
Advantage Regency Holdings	1900 Riverview Tower, Kinzandle, TN 37902 Knox County	Knox County	Tenhasson	Michael Gomay	360 N. Peters Rd., Knoodby, TN
ATMILLO		ı	Оегамете	Brandon investments, LLC which is wholly owned by Westrad Capital, LLC	333 W, Wester Dr., Sulle 1600 Chizago, IL 60608
Bastech Holdings, LLC Balls Made Carles Prestors, LLC	Mengala, TN 24 VMSe Bidge Rd., Nashrdia, TN 57206	Carvison County	Determine Stricts	Weeferd Equity Perbrate	353 W, Wadby Dr., Bulle 1600
Block If Mines & Minerals, LLC			Virginia	Stock III Managera, which is 100% owned by Brendon Investments, Shareshevsky end Byers are the managers of Brendon	SSS W. Wester Dr. Bulta 1800 Chicago, IL 60006
Bret Investors Stateston Coast III Bret Investors Steleton Coast			Virginia Virginia		355 W. Waddar Dr., Suite 1600
Centale Park LLC	9898 Forum Parts Cirive, Houston, TX	Harts County	1689		Carcago, IL cooper
Clarityille Industrial Investors, CLC	700 belamational fired., Clarkanile, TN 37040	Montgomery County	Outsing	Clariswills industrial Managers, LLC which is in turn owned and controlled by Laces.	335 W. Wacher Dr., Suite 1600 Chicago, IL 60608
Covinity	2800 Tincument Way, Corinth, MS 38854	Alcom County			
Crowne-Phoenix Investor L.C.	(Chowne Plaza hole)) 2532 West Poors Ave Phesenix, AZ 65029	Markapa County	Dulaman	Crowne-Phoenta Managera, LLC; WEP in the "Manager" of the Manager; WEP is comed by Weaffust Capital	223 W. Weder Dr., Bulle 1600 Chlosgo, IL 60006
Deen Binest Investors LLC	44-84 Deen Street Brooklyn, NY 11201	Maga County	P	Desn Street Managers, LLC; WEP is the "Meroge" of the Manager; WEP is comed by Windhast Cantal	553 W. Wedler Dr., Butte 1600 Chicago, IL 60608
Dean Great Memorys LLC Crate Oak Brock investor LLC	(Wyndhari Holat) 2301 Yers Rd., Cat. Brock, B. 40623	Duffage County	Deference	Oratio Celt Broots Menagera, LLC; "Memoge" of the Manager to Asada Heapthelly, LLG on afficie of Westnust	INS W. Warder Dr., Stale 1900 Chicago, IL 80906
East Point	-			WEB	223 W. Whether Dr., Suite, 1600
Executive Plaza, LLC Pest Highland Finit Wycerleg Investora, LLC	900 289h Bt. BW, Wyombrg, MT 46800	Hars County	#frage	Stave Byers First Haybard Menagers, LLC First Wyserlog Managers, LLC; WEP its	Unicaço, il. Buolo 330 W. Wecter Dr., Bute 1900
Fraeliting Healthage Fraeport (sites Phydrae, LLC)	1815 Poydas &L, Nav Orleans, LA 70112		Louisiera		Criston, I. Webs
GDR 1 year @ 7.00 GDR 16 months @ 7.76 GDR 3 years @ 12.00 GDR 4.00 12.00	111		·		
GDR 8.5% Policyer	11		Minote	Westvet Capital	\$33 W. Wacher Dr., Suite 1900 Chidago, IL 6006
GON COST PWENDIN LLC		Cpok County	Tilnois	Gold Court Menagers, LLC; WEP is the "Marragan" of the menager; WEP is parted by Westina Contra	335 W. Wacher Dr., Suite 1900 Chicago, R. 40808
Grant Street Provinces LLC	5728 Boulh Washington Street, Hesdale, 8. dbi21	Caok County		GSH Mangers, LLC; be "Manage" of the menager is WEP; WEP is owned by Warfhust Capital	333 W. Wactor D., Suite 1800 Chicaigo, I. 60603

Nutre Mala brandone	Additions 934 Real Wednesdel Pales Dilemen 161	County Please County	State of Interperation	Managing Agent (Per Bervion) (20 Managen (10) the Wanner of	Address of Managing Agent (For Service)	
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GSH Development, LLC GSH Managers, LLD GSH Harargers, LLD GSH H rearts, GB 7.2 GSH 16 months GB 7.2 GSH 3 years GB 12.00 GGH 3 years GB 12.00 GGH 3 years GB 12.00	1111			GSH Managara, LLC Wedord Development, LLC	: ·	
Companies of Legical of Versions LLC.	307-811 Pride Drive, Herrmond, LA 70401	Tengtraftos Parkth	Defendire	Henrond Incustrial Meroper, LLC; the "Neinsper", LLC; the "Neinsper" of the manager to WEP, WEP to comed by Wardrust Capital	533 W. Waster Dr. Bulte 1600 Chicago, Il. 60605	
Harrytons of Finadale Mongage Fund 1.3 Harrytons of Finadale Mongage Fund 1.3	L. 6726 South Washington Street, Hinsdale, It. 60621	Cook County	Delpusare	Werfrust Hamptons Funding Memoger, LLC, the "Manager" of the manager is Werfrust Cartas	333 W. Wester Cf., Suite 1600 Chizaga, N. 60605	
Hyperials Pert, LLC	Hirestole, IL					
= 2	1770 Plet Street Building, Highland Plets, a goose	Labs County	Unais	First Highland Managers, U.C.) owned	SSS W. Wacher Dr., Buile 1600	
Hittop Apartments U.C.	4829 Columbus Ave., Anderson, IN 46013	Madeon County		Hilliop Investors, LLC; WEP is the "Manage" of the manager; WEP is payment by Westfreet Causing	253 W. Watter Dr., Bulle 1600 Chinego, II, EUSTO	
Histop Ridge Apertments LLC				Hitto Ridge Investors, LLC; WEP to the "Manager" of the manager; WIPP is owned by WestTrust Ceptal.	233 W. Wecher Dr., Butte 1600 Chingry IL 60608	
Homer Glen Investors LLC	West 1889 Strat and South Parker Rd., Homes Glan, IL 60491	Will County	Hirats	Homer Memogen, LLC; the "Manager" of the interager is Will?! Will? is owned by Wasthan Contail	SSR W. Wacter Or., Bulte 1600 Chingto, IL 60606	
Hyde Part Investors, LLC	1585 Hyde Park Rd, Essex, ND 21221	Builtmore County	Efroje	Worked Equity Partmen	225 W. Wacher Dr., Buile 1900 Chenen, R. 1990s	
DEX Mines and Minesals LLC			Ninghia airtigil	IDEX Mining Managers, LLC owned equally by the Shewetherdry Partity Linfled Partnership and Steven Byers	323 W. Wester Dr., State 1600 Chicago, L. 60006	
interatele Park invaelora LLO	HSS and Perry HR Road, Montgomery, Al. 20106	Mentpomeny County	Definition	Infectiols Park Managers, LLC; the "Manages" of the cramages to WEP, WEP Is careful by Westhard Centers	353 W. Wadder Dr., Sutte 1600 Chidago, II, 80609	
Assisty Properties And Mett Holdings, U.C.	Mmingham, Al.			į,		
2400 McCue Investors, LLC	2400 McCue Md. Housen, TX 77059	Yanta County	illinote	Wednest Captal/Westerd Equity Partners	333 W. Wester Iz., Bolls 1600 Chlorgo, N. 60108	
OT MA	12th Avenue South and Division Seres, Near-His, TN 37203	Davidson County	lifreds	Wednet Asset Management	333 W. Weicher Dr., Sulle 1600 Chiompo, I., 40106	
Nyest Naslings New Salem Investors LLC	Newwork IN 840 New Spiem Road, Murteesborg, TN 37129	Rutherford County	Ternessen	New Selem Managers, LLC: 0.a "Manager" of the managers WRP, which is cerned by Wasshust Capital	333 W. Wacter Cr., Guite 1600 Chlasen, IL 60606	

	Address	County	State of Incorporation	Managing Agent (For Bervins)	Address of Managing Agent (For Bertos)	
Nu Point East, LLC	New Orleans, LA			Manager of the persons WEP to the	335 W. Wacter Dr., Suile 1650 Chosps, IL 69606	
Park Village Holdings LLC	451 Park Villago Drive and 218 Center Park Your County Drive, Konsville, TN 57922	Your County	Tones.	Parts Village Managers, LLC, the "Manager of the manager is WEP, WEP to connect by Wasfinst Capital	233 W. Wiscier Dr., Butle 1600 Chinego, I., 60008	
Peoris Office investors LLC PVP Vansures, LLC Plane Energy	124 SW Adams, Profe. Is 61602	Penta County	Details	Pertis Office Managers, LLC; WEP is the "Manager" of the Managers, LLC Park Village Managers, LLC	333 W, Whicier Dr., Butte 1600 Chicago, IL 80606	
River's Edge Investors LLC	2825 Ceidey, Intersection of West Waltern Breed and North Ceidey Avenue, Chicago,	Coat County	Misnols	River's Extra Managers, LLC; WEP is the "Mainsger" of the Manager	533 W. Wester Dr., Suite (600 Choaps, I. 50606	
Prenade Invesions, LLC	One Rivertice Foat, Rivertica, 1, 60549	Cook County	Handle	Westerd Equity Periners, LLG	S23 W. Wacher Dr., Sults 1600	
6. Ping Street Investors LLC	169-346 South Pins Street, Burlagion, WI 63108	Ruche County	Delevere	8, Pice Street Managers, LLC; the "Marraget" of the reseager to WEP; WEP Is comed by Worth real Cardial	Cristope, I. scrool 378 W. Wecher Dr., Bulls 1600 Civizago, I. 80606	
Sember 8P Development Company, LLC Shadowbrook, LLC Shallowford Investors LLC	Peanngold, MB 2116 Chepren Abid, Chalanoop, TK	Henston County	Deferense	BF Manages L LLC StationEnd Managers, LLC; WEP is the	333 W. Waster Dr., Sule 1800	
State on Coast Bret Investors LLC Space Park, LLC Tennesses Office Investors	Goodedayfe, TV Nation of the In TV	Not Clear	Tenverses Deforms	Tennesse Office Managers, LLC; WEP	Chengs, 2, 60506 333 W. Wader Dr., Suite 1620	
Uptown Aquera LLC LUBH 8.5% Patiover Valtomo Weel Eind Street Holdings, LLC	176-182 West EZNJ Bloust, New York, NY	New York City County	Definers	to the "Memper" of the Manager West Ether Street Haddings, LLC ("Holdings"), West Street Street Managers ("Manager"), the manager of Haddings WED" Is the manager of the Manager	Chthaga, I., 6060 is 333 W. Washer Cr., Sube 1600 Chianga, IL 6010 il	
West 52 Street Investors, LLC	178-162 West stad Street, New York, NY	New York City	Deferente	West 52rd Street Memogers, LLC; WEP	333 W. Weday Dr., Bulle 1800	
Weel Beardon Investors LLC	GTO Baum Coive, Khondle, TN and 312- 322 Noncy Lyen Lane, Khondle, TN	Krask Operaty	Minols	is the "Manager" of the Manager West Bearten Managers, LLC; WEP is the "Manager" of the Manager	Chicago, II, 60006 233 W. Wacher Dr., Butte 1600 Chicago, II, 60606	
2435 West Balmont Investors, LLO	2035 West Balmani Aventua, Chicago, 1., 80618	Coalt County .	Ebret	2436 W. Belmort Managers, LLC; WEP is the "Manager" of the stanger; WEP is owned by Wastrat Capital	STO W. Wather ID., Suite 1900 Chlesgo, IL 60056	
WP New Orleans				*0*	333 W. Waddar Dr., Suite 1600	
Westrade Diversited Polynes Pure I, LLC	ı	J	Deforence	Westord Commandly Managem, LLC; the	Chicago, II, Roscos 325 W. Wacker Ch., Bulke 1600	
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Westerds Principal Protected Fund I, LLC	i	ł		Westerd Constactly Managers, LLC; the manager of the manager is WTC.	CRESÇA, E. 60006 833 W. Watcher Dr., Bulta 1600 Chidaga, II, 80006	
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Nema	Address	County	Exists of Inscriporation		Address of Managhas Agent (The Bervion)
Wednede Principal Protected Offichore Ft.	, 1	9	British Virgin	Westord Commodity Managers, LLC	233 W. Wedler Dr. Sulls 1800
Wednest High Yield Debt Fund I	.			Water of the state of the state of 11 Lands	
Water Fig. 7 and Constraint Live				Wathrat Capital LLD	Chicago, R. 60608
Wextrust High Maid Debt Offshore Fund 1	!		Caymen intends	Weaffuel Capital, LLC	333 W, Wedner Dr., Suite 1600 Chicago, II, 60606
Washust Qualified Investors LLC - Deen A	Brook			Werman Cepted, LLC	525 W. Watter Dr., Suite 1600 Chlosen P. 60609
Warns Ruddiph Holdings, LLC Workman Road Investors LLC	Christofia, Th 3081 Workman Road, Knowsta, TN	Photo County	Terresses Detavan	Workman Road Investors, LLC is	335 W. Wedar Dr., Bulls 1800
	•			LLO, the Manager, WEP is the "Manager" of the Manager.	
York Road Investors LLO	110-116 North York Road Brithust, R. CO125	Dullege County	Deliments	York Pland Markgers, LLC: the "Markgar" of the mercage? to Steve Byers Breught With	SXX W. Watcher Dr., Suite (600 Chicago, IL 60608
Glanfrenut Westus Capital - Aktraf	Falcon 20				
Slave Byers - Restrance	2 Yout Later Ct. Oath Brook IL		•		
Slave Byers - Condos	Marro Maries Maries				
Joseph Sharemeniny » Pesidence	Oncarp, IL 607 E Monbesy OL Northfold, VA 23507				· ·
Joseph Branchewsky - Other James Proposites Berules					
12000 B (127) 1 year @ 7.00 (127) 1 year @ 7.20 (127) 2 year @ 7.20 (127) 3 year @ 10.0	·.				
OCH B. Freigner	. 1		fibrois	Werdrust Capital	595 W. Wacker Dr., Sulte 1500
GSPN 1 year @ 7.00 GSPN 1 semite @ 7.75 GSPN 3 year @ 12.00 GANN 3 years @ 6.00 GANN 3 years @ 6.00	11111				Chicago, IL 69306
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Wednest High Yield Debt Offstone Fland Lid.	•		Cayman Islands	Werfflust Ospital, LLC Werfflust Ospital, LLC	Chicago, E. 60206 333 W., Wacher Dr., Butte (600
Westvat Gusting Investors LLC - Deen Street				Westfrust Capital, LLC	Chimago, IL 60900 333 W. Wacher Dr., Bulle (500 Chicago, IL 60900
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Pure Aftica Mining & Minerals	78 Gestion Avenue Wintertoof Heights Pretorie, South Afros	•			
PAM Export (Pty) List.	SA Joseffey Carter, 226 Main Break Buth 679 Johnson Charles 2001 Buth Africa				
OTH II IT'S		1	Determine	Brandon Investments, LLC witten is wheely owned by Westmet Capital, LLC	SS3 W. Washer Or., Suits 1600 Chizago, fl. 60606
Block III Minns & Minemis, LLC			alegav	Block IS Managen, which is 100% owned by Brendon Investments, Brenselbusky stric Byers are the monigers of brandon	553 W. Wadder Dr., Buille 1600 Chicago, IL 60608
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Golden Rithon Tending 307 (Pty) Ltd.	Bouth Attica				
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SOUTHERN DISTRICT OF NEW YORK	
SECURITIES AND EXCHANGE COMMISSION	x :
Plaintiff,	
- against -	: :
STEVEN BYERS, JOSEPH	:
SHERESHEVSKY, WEXTRUST CAPITAL, LLC, WEXTRUST EQUITY PARTNERS, LLC,	: 08-cv-7104 (DC)
WEXTRUST DEVELOPMENT GROUP, LLC, WEXTRUST SECURITIES, LLC, and	: ECF CASE
AXELA HOSPITALITY, LLC,	:
Defendants, and	:
ELKA SHERESHEVSKY,	:
Relief Defendant.	: :

CONSENT OF DEFENDANTS AND RELIEF DEFENDANT TO PRELIMINARY INJUNCTION ORDER

1. Defendants Steven Byers ("Byers"), Joseph Shereshevsky ("Shereshevsky"), Wextrust Capital, LLC ("Wextrust"), Wextrust Equity Partners, LLC ("WEP"), Wextrust Development Group, LLC ("WDG"), Wextrust Securities, LLC ("Wextrust Securities") and Axela Hospitality, LLC ("Axela") (collectively, "Defendants") and the Relief Defendant Elka Shereshevsky ("Relief Defendant") acknowledge having been served with the summons, complaint and amended complaint in this action, enter a general appearance, and admit the Court's jurisdiction over Defendants and Relief Defendant and over the subject matter of this action.

- 2. Without admitting or denying the allegations of the complaint (except as to personal and subject matter jurisdiction, which Defendants and Relief Defendant admit),

 Defendants and Relief Defendant hereby consent to the entry of the proposed Order on Consent Imposing A Preliminary Injunction Against Defendants and Relief Defendant in the form attached hereto (the "P.I. Order") and incorporated by reference herein.
- 3. Defendants and Relief Defendant waive the entry of findings of fact and conclusions of law pursuant to Rule 65 of the Federal Rules of Civil Procedure.
- 4. Defendants and Relief Defendant waive the right, if any, to appeal from the entry of the proposed P.I. Order.
- 5. Defendants and Relief Defendant enter into this Consent voluntarily and represent that no threats, offers, promises, or inducements of any kind have been made by the SEC or any member, officer, employee, agent, or representative of the SEC to induce Defendants and Relief Defendant to enter into this Consent.
- 6. Defendants and Relief Defendant agree that this Consent shall be incorporated into the P.I. Order with the same force and effect as if fully set forth therein.
- 7. Defendants and Relief Defendant will not oppose the enforcement of the P.I.
 Order on the ground, if any exists, that it fails to comply with Rule 65(d) of the Federal Rules of
 Civil Procedure, and hereby waive any objection based thereon.
- 8. Defendants and Relief Defendant waive service of the P.I. Order and agree that entry of the P.I. Order by the Court and filing with the Clerk of the Court will constitute notice to Defendants and Relief Defendant of its terms and conditions.
- 9. Defendants and Relief Defendant acknowledge that no promise or representation has been made by the SEC or any member, officer, employee, agent, or representative of the

SEC with regard to any criminal liability that may have arisen or may arise from the facts underlying this action or immunity from any such criminal liability. Defendants and Relief Defendant further acknowledge that the Court's entry of a P.I. Order may have collateral consequences under federal or state law and the rules and regulations of self-regulatory organizations, licensing boards, and other regulatory organizations. Such collateral consequences include, but are not limited to, a statutory disqualification with respect to membership or participation in, or association with a member of, a self-regulatory organization. This statutory disqualification has consequences that are separate from any sanction imposed in an administrative proceeding.

Defendants and Relief Defendant agree that the SEC may present the proposedP.I. Order to the Court for signature and entry without further notice.

Dated: 10/16/08	Steven Byers	
On 10/16, 2008, 570 personally appeared before me and acknow	ledged executing the fo	a person known to me, regoing Consent.
	Notary Public Commission e	Green Canales
Approved as to form:	Ocry Pu	htic. State of New York 0. 02CA6140739 ed in Queens County ion Expires 02/06/20_0
Barry S. Zone, Esq. Gersten Savage, LLP 600 Lexington Avenue		
9th Floor New York, New York 10022 (212) 752-9700 Attorney for Defendant Steven Byers		

Dated: 10/3/68	Lough Cheally
1-1	Joseph Shereshevsky
on October 3	, 2008, Joseph Sheneshensky, a person known to me,
personally appeared before n	ne and acknowledged executing the foregoing Consent.
	Sle
	// Notary Prolic
	Commission expires:

JOHN MERINGOLO

Notary Public State of New York No: 02ME6181704 Qualified in Kings County Commission Expires 2/11/2012

Approved as to form:

John Meringolo, Esq. 116 West 23rd Street

Suite 5-137

New York, New York 10011

(212) 386-7617

Attorney for Defendant Joseph Shereshevsky

Dated: Oct	day	2008
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Elka Shereshevsky

On Oct Oo, 2008, Was Shoreshelly, a person known to me, personally appeared before me and acknowledged executing the foregoing Consent.

Notary Public

Commission expires: May 8, 2012

Approved agree form:

Michael J. Bachner, Esq. 26 Froatway, Suite 2310 New York, New York 10004

(877) 388-6461

Attorney for Relief Defendant Elka Shereshevsky

Dated: 10 2 08	Timethy J. Coleman Receiver, On behalf of the Defendant Wextrust Entities
200	0.41
On, 2008, personally appeared before me and	acknowledged executing the foregoing Consent.
	Alborah aan Jelan
8 0	Notary Public
	Commission expires: DEBORAH ANN JOHNSON NOTARY PUBLIC DISTRICT OF COLUMBIA My Commission Expires September 30, 2012
\sim	

Mark S. Radke, Esq.
Dewey & LeBoeuf LLP
1101 New York Avenue, N.W., Suite 1100
Washington, D.C. 20005
(202) 986-8076

Approved as to form: